UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

1127792 OMB APPROVAL

Expires: May 31, 2002

OMB Number: 3235-0076

Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

Name of Offering (check if	this is an amendment and name has	changed, and indicate	change.)		ALCENTED TO			
Filing Under (Check box(es Type of Filing: [X] New Fil		04 [] Rule 505	[X] Rule 506	[] Section 4(6)	MAYOLOE S 2002			
	£	A. BASIC IDENTIFI	CATION DATA		Po 165/59/			
1. Enter the information requ	uested about the issuer							
Name of Issuer (check if this	s is an amendment and name has cha	anged, and indicate ch	ange.) Digital Insur	ance, Inc Warran	ts			
Address of Executive Office 100 Galleria Parkway, Sui	es (Number and Street, City, State 1455, Atlanta, Georgia 30339	ite, Zip Code) (770) 93	•	(Including Area Code	;)			
Address of Principal Busine (if different from Executive	ss Operations (Number and Street, Offices)	City, State, Zip Code)	Telephone Numbe	r (Including Area Co	de)			
Brief Description of Busines Web-based insurance reta	ss iler of small group and individual	health insurance						
Type of Business Organizat	ion				PROCESSED			
[X] corporation	[] limited partnership, al	ready formed	[] other (please specify):	2 @ FOOED			
[] business trust	[] limited partnership, to	[] limited partnership, already formed [] other (please specify): [] limited partnership, to be formed JUN 0 4 2002						
			Year		THOMSON P FINANCIAL			
	Incorporation or Organization:	• •	[00] [X] Ac	tual [] Estimated	1500			
Jurisdiction of Incorporation	n or Organization: (Enter two-letter U CN for Canada; FN for							

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if	individual) Usilto	n, Thomas O.	Δ.					
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code) 100 C	Galleria Parkway, S	uite 14	55, Atlant	a, Ge	orgia 30339
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if	individual) Baer,	Joanne					************	
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code	2500	DeKalb Pike, East l	Norrito	n, Pennsy	lvani	a 19401
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last name first, it	findividual) Shul n	an, Steve						
Business or Residence Addre	ss (Number and St	eet, City, State, Zip Code) 22 W	aterville Road, Avo	n, Con	necticut 0	5001	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if	findividual) Lerer	, Rene						
Business or Residence Addre	ss (Number and St	eet, City, State, Zip Code) 22 W	aterville Road, Avo	n, Con	necticut 0	5001	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[]	Executive Officer	[X]	Director	[]	General and/or Managing Partner
Full Name (Last name first, it	findividual) Rei m	er, Eric	***************************************					
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code) 22 W	aterville Road, Avo	n, Con	necticut 0	6001	
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, it	f individual) Interi	iet Healthcare Croup, L	LC					
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code) 22 W	aterville Road, Avo	n, Con	necticut 0	5001	
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if	individual) Capit	al Z Partners, L.P.						
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code) 54 TI	nompson Street, Nev	w York	, New Yor	k 100	012
	(Use l	plank sheet, or copy and	use ad	ditional copies of th	is shee	t, as neces	sary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, in	f individual) Healt	haxis.com, Inc.				
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code)	2500 DeKalb Pike, East N	Norriton, Pennsylv	ania 19317	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director [General and/or Managing Partner	
Full Name (Last name first, it	findividual) Little	, Mark				
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code)	100 Galleria Parkway, Si	uite 1455, Atlanta,	Georgia 30339	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, in	f individual) Franl	k, David				
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code)	555 West Greens Parkwa	ıy, Houston, Texas	77067	
Check Box(es) that Apply:	[] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner	
Full Name (Last name first, is	f individual) Amer	ican Life Insurance Com	pany of New York			
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code)	475 Hudson Street, 2 nd F	loor, New York, N	ew York 10014	
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	General and/or Managing Partner	
Full Name (Last name first, in	f individual)					
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code))			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	General and/or Managing Partner	
Full Name (Last name first, it	f individual)					
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code))			
Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director [General and/or Managing Partner	
Full Name (Last name first, it	f individual)					
Business or Residence Addre	ss (Number and St	reet, City, State, Zip Code)				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		B. IN	FORMA	TION AI	BOUT O	FFERING	3			
1. Has t	he issuer	sold, or do	es the iss	uer intend	to sell, to	non-accre	edited inve	stors in thi	s offering?	•••••		Yes	No [X]
				A	nswer also	in Appen	dix, Colur	nn 2, if fili	ng under U	ILOE.		. ,	. ,
2. What	t is the mi	nimum in	vestment t					?	•			\$N/	<u>'A</u>
3. Does	the offeri	ng permit	joint own	ership of	a single ur	nit?	•••••					Yes	No [X]
If a per state or	sion or singlesion to be states, list	nilar remi listed is a t the name	uneration an associa e of the br	for solicitated person oker or de	ation of pu n or agent ealer. If m	irchasers i of a brok ore than fi	n connecti er or deale ve (5) pers	on with sal er registere	ven, direct les of secured with the listed are as	ities in the SEC and/	offering. or with a		
Full Na	me (Last 1	name first	, if individ	iual) N /	'A								
Busines	s or Resid	lence Add	ress (Nun	nber and S	Street, City	, State, Zi	p Code)						
Name o	f Associat	ed Broke	or Deale	r									
					Intends to		urchasers						
,	"All State			ıal States)						[]	All States	3	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last r	name first	, if individ	lual)	,				***************************************				
Busines	s or Resid	lence Add	ress (Nun	nber and S	Street, City	, State, Zi	p Code)						
Name o	f Associat	ed Broke	r or Deale	r									
					Intends to		urchasers			[]	All States	S	
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA] ·	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Na	me (Last 1	name first	, if individ	iual)									
Busines	s or Resid	lence Add	ress (Nun	nber and S	Street, City	, State, Zi	p Code)						
Name o	f Associat	ed Broke	r or Deale	r									
					Intends to		urchasers			[]	All State	5	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	 [CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
										[MN]			
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]		[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already

sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Aggregate Already Offering Price Type of Security Sold -0-Debt -0-Equity .. Common Stock, Redeemable Preferred Stock \$ 13,000,000 \$ 13,000,000 [X] Common [X] Preferred Convertible Securities (including warrants) Series C Preferred Stock 1,500,000 \$\$1,500,000 Partnership Interests -0-Other (Specify______). -0--0-\$ 14,500,000 Total \$ 14,500,000 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors -0-Non-accredited Investors -0--0-Total (for filings under Rule 504 only) N/A N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 N/A N/A Regulation A N/A N/A Rule 504 N/A N/A Total N/A N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs -0-Legal Fees 75,000 Accounting Fees -0-Engineering Fees -0-Sales Commissions (specify finders' fees separately) -0-Other Expenses (identify) ___ -0-Total S 75,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Aggregate Already Offering Price Type of Security Sold -0-Debt -0-Equity .. Common Stock, Redeemable Preferred Stock \$ 13,000,000 \$13,000,000 [X] Common [X] Preferred Convertible Securities (including warrants) Series C Preferred Stock 1,500,000 \$1,500,000 Partnership Interests -0-Other (Specify_____ -0-Total \$ 14,500,000 \$ 14,500,000 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases Accredited Investors Non-accredited Investors -0--0-Total (for filings under Rule 504 only) N/A N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Security Type of offering Sold Rule 505 N/A N/A Regulation A N/A N/A Rule 504 N/A N/A Total N/A N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs -0-Legal Fees \$_75,000 Accounting Fees \$ -0-Engineering Fees -0-Sales Commissions (specify finders' fees separately) -0-Other Expenses (identify) ___ -0-Total 75,000

Construction or leasing of plant buildings and facilities	Payments To Others []\$0- []\$0- []\$0- []\$0- []\$0-
Salaries and fees	Payments To Others []\$0- []\$0- []\$0- []\$0- []\$0-
Purchase of real estate []\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$
and equipment	[]\$ []\$ []\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness []\$	[]\$0
securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness []\$	[]\$0
Repayment of indebtedness	
Working capital []\$	
of Redeemable Preferred Stock and Common Stock (*no cash was received in connection with this exchange) Column Totals	
Column Totals	[X] \$ <u>13.000,000</u>
Total Payments Listed (column totals added)	[]\$0
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information of the commission	[X] \$ 14,425,000*
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information of the commission of t	\$ 14,425,000
an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information	
non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	
Issuer (Print or Type) Signature Date	
Digital Insurance, Inc. Tymas O. Marks 4/24/0.	
Name of Signer (Print or Type) Title of Signer (Print or Type)	
Thomas O. Usilton President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes []	No [X]"
See Appendix, Column 5, for state response.	• •	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Digital Insurance, Inc.	Momas O Mouto	4/24/02
Name of Signer (Print or Type)	Title (Print or Type)	
Thomas O. Usilton	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3			4		5	
	Intend t to non-acc investors (Part B-I	o sell credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of amount put	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
				Number of Accredited		Number of			
State	Yes	No		Investors	Amount	Non-Accredited Investors	Amount	Yes	No
AL					127.00.00.00.00.00.00.00.00.00.00.00.00.00				
AK									
AZ								***************************************	
AR									
CA				1			***************************************		
СО									
СТ		х	Series C Preferred 1,500,000	1	1,500,000	0	-0-		x
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http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999